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20006-2973

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RECORDATION NO. 19489-D FILED

OCT 8 '98

1-15 PM

OF COUNSEL
URBAN A. LESTER

October 7, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are seven (7) copies of a Statement of New Reporting Marks, dated as of October 6, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement, Equipment Lease and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19489.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the locomotives with original reporting marks and numbers and new reporting marks and number is set forth on Schedule B attached to the Statement.

Mr. Vernon A. Williams
October 7, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in dark ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 10/8/98

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

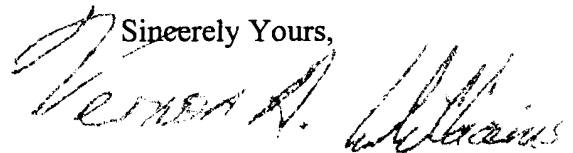
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 10/8/98 at 1:15PM , and

assigned recordation number(s). 10877-E, 11197-D, 11303-F, 14098-E, 14187-B,
14241-H, 14327-C, 14639-H, 14867-D, 14891-G,
14993-G, 15596-H, 16288-C, 16500-D, 16553-D,
16686-B, 16946-F, 16947-F, 17348-G, 17349-G,
17350-G, 18132-G, 18133-G, 18134-B, 18357-K,
18449-B, 18870-C, 19041-C, 19487-G, 19488-G,
✓ 19489-D, 19622-D, 19623-E, 19688-Y, 19588-Z,
19708-B, 20034-G and 20035-G.

Sincerely Yours,



Vernon A. Williams

Enclosure(s) (38)

988.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

RECORDATION NO. 19489-D FILED
OCT 8 '98 1-15 PM

STATEMENT OF NEW REPORTING MARKS dated as of
October 6, 1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation
(hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto
(hereinafter called the "Security Agreement"), with the party specified in Item 2 of Schedule A
hereto (hereinafter called the "Secured Party"), covering the units of railroad equipment specified
in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of
railroad equipment.

Evidence of the Security Agreement has been recorded with the Surface
Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of
Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment as
indicated on the attached Schedule B. All the marks are assigned to Conrail or an affiliate of
Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same
with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States
Code to show for the public record both such reporting marks, and to preserve the protection of
the rights afforded to the Secured Party in the Subject Equipment by said section 11301, when, if,
as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McHadden

1995A PFT

SCHEDULE A

Item 1, Security Agreement:

dated as of June 27, 1995

Item 2, Secured Party:

Wilmington Trust Company
Rodney Square North, 1100 N. Market Street
Wilmington, DE 19890

Item 3, date of recordation of Security Agreement:

June 27, 1995

Item 4, recordation number of Security Agreement:

19489

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

CR 5575
CR 5576
CR 5579

**New Reporting
Marks and Identifying
Numbers**

CSXT 8722
CSXT 8723
CSXT 8724

**Original Reporting
Marks and Identifying
Numbers**

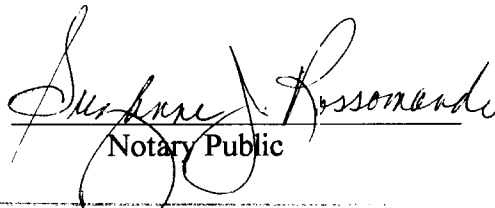
CR 5583
CR 5585
CR 5588

**New Reporting
Marks and Identifying
Numbers**

CSXT 8725
CSXT 8726
CSXT 8727

COMMONWEALTH OF PENNSYLVANIA)
) SS.:
COUNTY OF PHILADELPHIA)

On this 6th day of October 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 26, 1999

My commission expires: